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INTERSTATE COMMERCE COMMISSION

July 1, 1985

WRITER'S DIRECT DIAL NUMBER

(202) 342-5283

No. 5-182A011  
Date JUL 1 1985  
Fee \$ 10.00

ICC Washington, D. C.

Mr. James Bayne  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, DC 20423

Re: Bill of Sale dated as of July 1, 1985,  
between Richmond, Fredericksburg and  
Potomac Railroad Company and Donland  
Development Company covering 482  
Gondola Cars

Dear Mr. Bayne:

I have enclosed an original and several counterparts  
of the document described below, to be recorded pursuant to  
Section 11303 of Title 49 of the U.S. Code.

This document is a secondary document, dated as of  
July 1, 1985.

The primary document to which this is connected is a  
Security Agreement between Donland Development Company and  
Texas Commerce Bank National Association dated as of June 28,  
1985, covering the above 482 Gondola Cars.

*counterpart*  
*Ligi Bonaguet*

ICC OFFICE OF  
THE SECRETARY  
JUL 1 2 02 PM '85  
MOTOR OPERATING UNIT



Mr. James Bayne  
July 1, 1985  
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The names and addresses of the parties to the document are as follows:

Vendor: Richmond, Fredericksburg and  
Potomac Railroad Company  
P. O. Box 11281  
Richmond, VA 23230  
Attn: Urchie B. Ellis

Vendee: Donland Development Company  
701 Commerce Street  
Dallas, TX 75202  
Attn: Mr. H. O. Brandt

A description of the equipment covered by the document follows:

Four Hundred Eighty-Two (482) 100-ton 52'6" Gondola Cars bearing MKT road numbers as follows (all numbers inclusive):

16000/16001	16149/16193	16273/16291	16391/16404
16003/16031	16195/16217	16293/16296	16406/16409
16033/16039	16219/16225	16298/16308	16411/16419
16041/16051	16227/16228	16310	16421/16438
16053/16066	16230/16232	16312/16323	16440/16444
16089/16097	16234/16247	16325/16358	16446/16449
16099/16107	16249/16251	16360	16451/16460
16109/16130	16253/16258	16363/16369	16462/16481
16132/16147	16260/16271	16371/16388	16483/16519

A cashier's check in the amount of \$10.00 is enclosed for the filing fee. Please return all counterparts not needed by the Commission for recordation, stamped to show recordation, to the person who presents this letter and documents for filing.

A short summary of the document to appear in the Index follows:

Bill of Sale dated as of July 1, 1985, between Richmond, Fredericksburg and Potomac Railroad Company and Donland Development Company covering Four Hundred Eighty-Two (482)

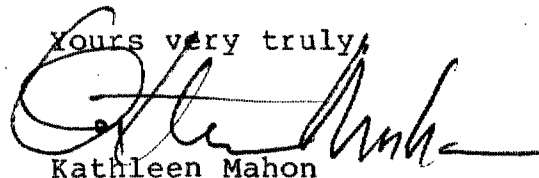
Mr. James Bayne  
July 1, 1985  
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100-ton 52'6" Gondola Cars bearing MKT's road numbers as follows (all numbers inclusive):

16000/16001	16149/16193	16273/16291	16391/16404
16003/16031	16195/16217	16293/16296	16406/16409
16033/16039	16219/16225	16298/16308	16411/16419
16041/16051	16227/16228	16310	16421/16438
16053/16066	16230/16232	16312/16323	16440/16444
16089/16097	16234/16247	16325/16358	16446/16449
16099/16107	16249/16251	16360	16451/16460
16109/16130	16253/16258	16363/16369	16462/16481
16132/16147	16260/16271	16371/16388	16483/16519

I certify that I have knowledge of the foregoing.

Yours very truly,



Kathleen Mahon

Enclosures  
KM:PW

JUL 1 1985 -2 25 PM

B I L L O F S A L E

INTERSTATE COMMERCE COMMISSION

RICHMOND, FREDERICKSBURG AND POTOMAC RAILROAD COMPANY (hereinafter called "Owner"), in consideration of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration paid to it by DONLAND DEVELOPMENT COMPANY (hereinafter called "Purchaser") at or before the execution and delivery of these presents, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer, and set over unto Purchaser, its successors and assigns, the following described equipment:

<u>Quantity</u>	<u>Description</u>
482	100-ton 52'6" Gondola Cars bearing MKT road numbers as set forth in Exhibit A, attached hereto (the "Equipment")

TO HAVE AND TO HOLD ALL and singular the Equipment above described to Purchaser, its successors and assigns, for its and their own use and behoof forever.

The Owner hereby warrants to Purchaser, its successors and assigns, that at the time of delivery of the Equipment to Purchaser or its designee, RICHMOND, FREDERICKSBURG AND POTOMAC RAILROAD COMPANY, the Owner, had legal title thereto and good and lawful right to sell said Equipment, and the title thereto was free and clear of all claims, lien, and encumbrances of any nature and the Owner covenants that it will warrant and defend such title against all claims and demands whatsoever, other than the Security Interest of TEXAS COMMERCE BANK in and to the Equipment arising in connection with Purchaser's acquisition of the Equipment. Said Equipment is hereby sold and conveyed to Purchaser in an "as is" condition without warranty of any kind, either expressed or implied, as to condition, suitability, merchantability, fitness, character or quality thereof, and Purchaser hereby acknowledges delivery to it of all of the Equipment.

IN WITNESS WHEREOF, the Owner and Purchaser have caused this instrument to be executed as of the 1st day of July, 1985.

RICHMOND, FREDERICKSBURG AND POTOMAC  
RAILROAD COMPANY, Owner

By: 74 Erwin B.  
Vice President

DONLAND DEVELOPMENT COMPANY, Purchaser

By:   
Vice President

COMMONWEALTH OF VIRGINIA )  
 ) ss:  
CITY OF RICHMOND )

Before me, the undersigned, a Notary Public in and for said City, on this day personally appeared J. L. C. C. C., known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said RICHMOND, FREDERICKSBURG AND POTOMAC RAILROAD COMPANY, a corporation, and that he has executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, this 17<sup>TH</sup> day of June, 1985.

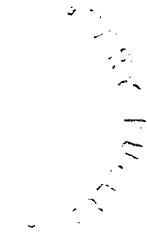
Barbara L. Dunn  
BARBARA L. DUNN Notary Public  
in and for the City of Richmond,  
Virginia

My Commission expires: 11/24/87

THE STATE OF TEXAS:

Before me, -the undersigned, a Notary Public in and for said State, on this day personally appeared H. L. Gastler, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said DONLAND DEVELOPMENT COMPANY, a corporation, and that he has executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, this 29<sup>th</sup> day of June, 1985.

  
Virginia A. Schoeneberger  
VIRGINIA A. SCHOENEBERGER, Notary Public  
in and for the State of Texas

My Commission expires: 3-24-86.

482 100-TON 52'5" GONDOLA CARS BEARING MKT ROAD NUMBERS:

16000  
16001  
16003 through 31  
16033 through 39  
16041 through 51  
16053 through 66  
16068 through 87  
16089 through 97  
16099 through 107  
16109 through 130  
16132 through 147  
16149 through 193  
16195 through 217  
16219 through 225  
16227  
16228  
16230 through 232  
16234 through 247  
16249 through 251  
16253 through 258  
16260 through 271  
16273 through 291  
16293 through 296  
16298 through 308  
16310  
16312 through 323  
16325 through 358  
16360  
16363 through 369  
16371 through 388  
16391 through 404  
16406 through 409  
16411 through 419  
16421 through 438  
16440 through 444  
16446 through 449  
16451 through 460  
16462 through 481  
16483 through 519